

Union Pacific Corporation



0100350030

Jack E. Jerrett
Senior Corporate Attorney

August 25, 1994

FEDERAL EXPRESS

RECORDATION NO. 10698-E FILED 1425

AUG 30 1994 -3 35 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Union Pacific Equipment Trust No. 5 of 1976

Dear Mr. Strickland:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of August 10, 1994, by The Chase Manhattan Bank (National Association), as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 10698.

I have enclosed a fee of \$18. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:cee
Enclosures
cc: Michael J. Staffenbeal

RECEIVED
OFFICE OF THE
SECRETARY
AUG 30 2 34 PM '94
WASHINGTON BRANCH

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

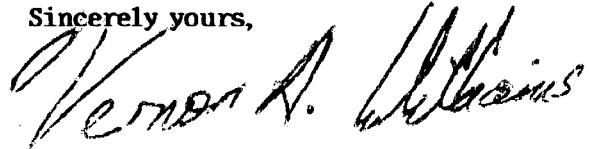
AUGUST 30, 1994

JACK E. JERRETT
UNION PACIFIC CORPORATION
MARTIN TOWER, EIGHTH & EATON AVENUES
BETHLEHEM PA 18018

Dear MR. JERRETT:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/30/94 at 3:35PM, and assigned recordation number(s). 10698-E

Sincerely yours,

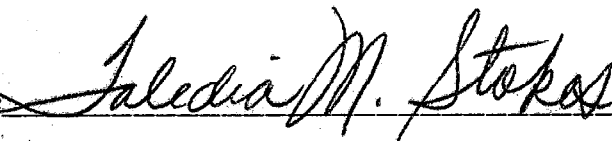


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



AUG 3 0 1994 -3 35 PM

BILL OF SALE
AND
DECLARATION OF PAYMENT

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and The Chase Manhattan Bank (National Association), a national banking association, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of July 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on August 6, 1979 and assigned Recordation No. 10698; a First Supplemental Agreement, dated as of July 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 27, 1980 and assigned Recordation No. 10698-A; a Second Supplemental Agreement, dated as of November 1, 1981, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 22, 1981 and assigned Recordation No. 10698-B; a Third Supplemental Agreement, amending such Equipment Trust Agreement, dated as of March 16, 1989, which was filed and recorded pursuant to Section 11303 on April 3, 1989 and assigned Recordation No. 10698-C; and a Fourth Supplemental Agreement, dated as of December 28, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 30, 1992 and assigned Recordation No. 10698-D; (the Equipment Trust Agreement, as amended by such Supplemental Agreements, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment")

described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$23,800,000 aggregate principal amount of Union Pacific Equipment Trust No. 5 of 1976 Equipment Trust Certificates; and

WHEREAS, on July 1, 1994, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all of the terms and conditions stipulated in the Agreement have been fully performed and all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company,

its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this day of August 10, 1994.

THE CHASE MANHATTAN BANK
(National Association),
As Trustee

By: Valerie Dunbar
VALERIE DUNBAR



Mary Lewicki
MARY LEWICKI

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10th day of August, 1994, before me personally appeared Valerie Dunbar, to me personally known, who being by me duly sworn, said that he or she is a 2nd Vice President of The Chase Manhattan Bank (National Association), the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Margaret H. Price
Notary Public

MARGARET M. PRICE
Notary Public, State of New York
No. 24-4980599
Qualified in Kings County
Commission Expires April 22, 1995

SCHEDULE A

UNION PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST NO. 5 OF 1979
DESCRIPTION OF EQUIPMENT AS OF JUNE 1, 1994

GONDOLA CARS

UP	34460	UP	34507	UP	34556	UP	34601	UP	34647
UP	34461	UP	34508	UP	34557	UP	34602	UP	34648
UP	34462	UP	34510	UP	34558	UP	34603	UP	34650
UP	34463	UP	34511	UP	34559	UP	34604	UP	34651
UP	34464	UP	34512	UP	34560	UP	34605	UP	34652
UP	34465	UP	34513	UP	34561	UP	34606	UP	34653
UP	34466	UP	34514	UP	34562	UP	34608	UP	34654
UP	34468	UP	34515	UP	34563	UP	34609	UP	34655
UP	34469	UP	34516	UP	34564	UP	34610	UP	34656
UP	34471	UP	34517	UP	34565	UP	34611	UP	34657
UP	34472	UP	34518	UP	34566	UP	34612	UP	34658
UP	34473	UP	34519	UP	34567	UP	34613	UP	34659
UP	34474	UP	34520	UP	34568	UP	34614	UP	34660
UP	34475	UP	34521	UP	34569	UP	34615	UP	34661
UP	34476	UP	34522	UP	34570	UP	34616	UP	34662
UP	34477	UP	34523	UP	34571	UP	34617	UP	34663
UP	34478	UP	34524	UP	34572	UP	34618	UP	34664
UP	34480	UP	34525	UP	34574	UP	34619	UP	34665
UP	34481	UP	34527	UP	34575	UP	34620	UP	34667
UP	34482	UP	34529	UP	34577	UP	34621	UP	34668
UP	34484	UP	34531	UP	34578	UP	34623	UP	34669
UP	34485	UP	34532	UP	34579	UP	34624	UP	34670
UP	34486	UP	34533	UP	34580	UP	34625	UP	34671
UP	34487	UP	34534	UP	34581	UP	34626	UP	34672
UP	34488	UP	34535	UP	34582	UP	34627	UP	34673
UP	34489	UP	34537	UP	34583	UP	34628	UP	34674
UP	34490	UP	34538	UP	34584	UP	34629	UP	34675
UP	34491	UP	34539	UP	34586	UP	34630	UP	34676
UP	34492	UP	34540	UP	34587	UP	34631	UP	34677
UP	34493	UP	34541	UP	34588	UP	34632	UP	34679
UP	34494	UP	34542	UP	34589	UP	34633	UP	34680
UP	34495	UP	34543	UP	34590	UP	34634	UP	34682
UP	34496	UP	34544	UP	34591	UP	34636	UP	34683
UP	34497	UP	34545	UP	34592	UP	34637	UP	34684
UP	34499	UP	34546	UP	34593	UP	34638	UP	34685
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UP	34502	UP	34551	UP	34596	UP	34643	UP	34689
UP	34503	UP	34553	UP	34597	UP	34644	UP	34690
UP	34505	UP	34554	UP	34598	UP	34645	UP	34691
UP	34506	UP	34555	UP	34599	UP	34646	UP	34692

LOCOMOTIVES

AUTO RACKS

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